

RECORDATION NO. 21085- FILED

DEC 19 '97 10-40AM

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URBAN A. LESTER

RECORDATION NO. 21085- FILED

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December 19, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease (No. 46), dated as of December 1, 1997, a primary document as defined in the rules for the Recordation of Documents, and the following secondary documents related thereto: Memoranda of Lease Supplement No. 1, dated December 19, 1997, Lease Assignment, dated as of December 1, 1997, Equipment Trust Agreement, dated December 1, 1997 and Equipment Trust Agreement Supplement No. 1, dated December 19, 1997.

The names and addresses of the parties to the enclosed documents are:

Memorandum of Lease
and Lease Supplement No. 1

Lessor and Owner Trustee: First Omni Bank, N.A.
499 Mitchell Street
Millsboro, Delaware 19966

Lessee: TTX Company
101 North Wacker Drive
Chicago, Illinois 60606

Vertical handwritten notes on the left margin:
1. *Spec.*
2. *Consent to Record*

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SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
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Memorandum of Lease Assignment

Assignor: First Omni Bank, N.A.
499 Mitchell Street
Millsboro, Delaware 19966

Assignee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21202

C → Memorandum of Equipment Trust
and
Equipment Trust Supplement No. 1

Owner Trustee: First Omni Bank, N.A.
499 Mitchell Street
Millsboro, Delaware 19966

C → Security Trustee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21202

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached hereto.

Also enclosed is a check in the amount of \$120.00 payable to the order of the Surface Transportation Board covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Schedule A
TTX Company
Lease No. 46
Equipment List
First closing on December 19, 1997

Builder/ Car Type	Quantity		Car Numbers	Delivery Period
	Cars	Platforms		
<u>Gunderson Inc.</u>				
Five-unit articulated 48' double-stack well cars for carrying containers- DTTX.	53	265	750101-750153.	Oct.-Nov., '97
	29	145	750154-750182.	Nov.-Dec., '97
<u>National Steel Car Limited</u>				
Three-unit articulated 48' double-stack well cars for carrying containers or trailers- DTTX.	81	243	400106, 400110, 400115, 400117-400118, 400120-400189, 400191-400192, 400194-400196, 400200.	Nov.-Dec., '97
<u>Trinity Industries</u>				
Five-unit articulated 53-foot all-purpose spine flatcars with retractable hitches for carrying containers or trailers up to 53' long- TTAX.	31	155	555069-555081, 555205-555222.	Nov., '97
Total	194	808		

DEC 19 '97

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MEMORANDUM OF EQUIPMENT TRUST AGREEMENT (NO. 46)

dated as of December 1, 1997, by FIRST OMNI BANK, N.A., not in its individual capacity but solely as trustee for TTX LEASE 46 TRUST, a Delaware trust, and THE FIRST NATIONAL BANK OF MARYLAND, a national banking association.

The undersigned have entered into that certain Equipment Trust Agreement (No. 46) dated as of December 1, 1997, covering the railroad equipment listed in Schedule A hereto, pursuant to which equipment trust certificates having a final maturity of July 30, 2017 are being issued on the terms and conditions set forth in said Equipment Trust Agreement, and wish to show for the public record the security interest of The First National Bank of Maryland, as security trustee thereunder, of all of the right, title, and interest of First Omni Bank, N.A., not in its individual capacity but solely as trustee for TTX Lease 46 Trust, a Delaware trust, in and to (i) said equipment, the bills of sale and manufacturers' warranties in respect thereof, all improvements and additions now or hereafter made or affixed thereto (to the extent of the interest of First Omni Bank, N.A., not in its individual capacity but solely as trustee for TTX Lease 46 Trust, a Delaware trust, therein), and all cash and noncash proceeds therefrom and (ii) the Lease of Railroad Equipment (No. 46) dated as of December 1, 1997, between TTX Company and First Omni Bank, N.A., not in its individual capacity but solely as trustee for TTX Lease 46 Trust, in respect of such equipment, and all payments due and to become due thereunder, excluding, however, interests in certain rights, payments, and indemnities, as more fully set forth in said Equipment Trust Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized:

FIRST OMNI BANK, N.A.,
not in its individual capacity
but solely as trustee of
TTX LEASE-46 TRUST

By: 

Name: David L. Williams

Title: Vice President

THE FIRST NATIONAL BANK OF MARYLAND

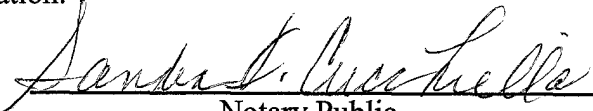
By: 

Name: Robert D. Brown

Title: Assistant Vice President

STATE OF MARYLAND)
) SS.:
COUNTY OF BALTIMORE)

On this 17th day of December, 1997, before me personally appeared David L. Williams, to me personally known, who, by me being duly sworn, says that he is a Vice President of FIRST OMNI BANK, N.A., that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

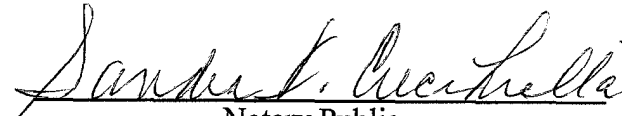

Notary Public

My commission expires

5/19/98

STATE OF MARYLAND)
) SS.:
COUNTY OF BALTIMORE)

On this 17th day of December, 1997, before me personally appeared Robert D. Brown, to me personally known, who, by me being duly sworn, says that he is a Assistant Vice President of THE FIRST NATIONAL BANK OF MARYLAND, that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


Notary Public

My commission expires

5/19/98

Schedule A
TTX Company
Lease No. 46
Equipment List
First closing on December 19, 1997

Builder/ Car Type	Quantity		Car Numbers	Delivery Period
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